- Guide dogs or other animals trained to assist a visually- or hearing-impaired individual
- Unreimbursed hearing-aid expenses
- Unreimbursed prescribed contraceptives (birth control pills, etc.)
- Special education for mentally impaired or physically disabled individuals
- Syringes, needles or other medical supplies
- Travel and lodging to receive medical care
- Unreimbursed orthodontia expenses
- Wheelchairs used for the relief of sickness or disability

For specifics on what your HCRA will cover, view *IRS publication 502 (Medical and Dental Expenses)* online at www.irs.gov.

Special Rule for Orthodontia

Typically, treatment for orthodontia ranges from a few months to several years. The IRS has recognized that orthodontia billing practices differ from other health care billing practices. One orthodontia invoice may include expenses for multiple visits, often well into the future. For this reason, the IRS allows you to submit orthodontia claims for reimbursement at the time you pay the invoice, even if all the treatment sessions have not yet occurred. However, the expenses on the invoice must be related to the current plan year (October 1 through September 30).

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What is not covered

Some expenses that cannot be reimbursed by the HCRA include:

- Expenses incurred before your enrollment begins or after it ends
- Expenses incurred while on an approved leave of absence, unless you have continued to make your contributions during your leave
- Health care coverage premiums
- Items covered under a plan you or your family is enrolled in at the time the expense is incurred
- Cosmetic surgery or services
- Health club membership dues
- Dietary supplements, including vitamins
- Special education for mentally impaired or physically disabled persons if the education is intended to relieve the disability
- Long-term care or insurance premiums

Reimbursement Following an Election Change

If you change your HCRA election midyear due to a qualified status change, you will be reimbursed up to your annual contribution election in effect at the time your expenses were incurred. For example: You enrolled for the HCRA and contribute $1,500 annually. You already filed claims and received reimbursement for the full $1,500 by February 1. Then, on April 20, you marry (a qualified status change) and increase your annual HCRA contribution amount from $1,500 to $2,000. You are now able to submit claims for reimbursement for up to $500 for services incurred after the date of your qualified status change through the end of the plan year, September 30.

Automatic claims

If you are enrolled in a medical plan administered by Premera and/or the Starbucks dental plan, your medical, pharmacy and dental plan claims will be automatically sent to your HCRA. Any portion of the claim you're responsible for—such as deductible, coinsurance or copay—will be sent automatically to your reimbursement account for payment to you. This is known as "auto pay" and it is the default payment setting for your reimbursement account. If you don't want to be reimbursed automatically, you can change your payment setting to "click-to-pay." With the click-to-pay option, claims will be listed in your account and will not be reimbursed until you choose to have them reimbursed. Click-to-pay allows you to specifically determine which claims will be reimbursed and which you choose to pay by other means. You may change the payment method to click-to-pay or back to auto-pay at any time by logging in to your online account through Premera Online accessed through the Health Plans page at www.mysbuxben.com. If you change the setting, future claims will be paid according to the new setting; claims already received will be paid according to the setting at the time received.

In some cases, you'll need to submit a manual claim to Premera for reimbursement from your account – such as vision care or over-the-counter pharmacy claims.

If you take an approved leave of absence

While you are on an approved leave of absence, you have two options for your HCRA:

- Continue your contributions by arranging for a lump sum payroll deduction of your contributions while on your leave or by making payments during your leave. When you do so, your annual contribution election remains available to you and eligible expenses you incur while on leave may be reimbursed. To continue your participation and contributions during your leave, contact Starbucks Benefits Center at (877) SBUXBEN.
- Suspend your contributions during your leave. If your contributions are suspended, two things happen: your annual election is reduced by the missed contributions and any expenses you incur while on leave may not be reimbursed from your account. If you don't contact Starbucks Benefits Center to continue your contributions, your contributions will automatically be suspended.

Upon your return to work, you may be eligible to change your contributions if you had a qualified status change during your leave. You must make your enrollment change within 45 days of your return to work. For more information, see "Making Changes" on page 24.

When coverage ends

If you are no longer a Starbucks partner, your payroll deductions for the HCRA automatically end. You can submit claims against your remaining annual contribution election for eligible services incurred before your termination date. Claims must be filed by December 31 following the end of the plan year.

If you lose benefits eligibility due to the ongoing eligibility audit, your contributions will be suspended as described in the Eligibility and Enrollment chapter. If you re-establish benefits eligibility within the same plan year, your contributions will automatically reinstate on the first paycheck following the date you re-establish eligibility.

Continuing participation through COBRA

You can continue your HCRA coverage through COBRA as described in "Your COBRA Rights" on page 254. You may only continue coverage for your HCRA through the end of the plan year if you have amounts remaining in your account as of the date of your termination. If your HCRA is "overspent" (you have received reimbursements in excess of the amount that you have contributed), you cannot continue coverage.

If you choose to continue your HCRA contributions through COBRA, your annual contribution amount remains the same and you can continue to submit claims and be reimbursed for services incurred during the period you are covered through COBRA. Your COBRA contributions will include a 2% administration fee and the contributions are on an after-tax basis.

How to file an HCRA claim

Two ways to file a manual claim for reimbursement	Premera sends all medical, pharmacy and dental plan claims processed through a Premera health plan to your HCRA for automatic reimbursement to you. This is the default setting for your account. For more information about changing this setting, see "Automatic claims" on page 123. If you need to submit a manual claim to Premera, such as for vision care, over-the-counter pharmacy claims or for health claims processed by another carrier, choose one of these methods: **Online** – log on to Premera Online through the Health Plans page at www.mysbuxben.com and go to the Benefits & Claims page. Click the Personal Funding Account link to visit the claims center for your reimbursement account and create a new claim. Follow the steps on the screen to enter information about your claim. When you submit your claim online, you'll be prompted to print a cover sheet and fax it, along with your claim receipts, to the number shown on the form. **Paper** – if you're unable to submit your claim online, you have an option to submit a paper claim. Fax is the preferred method for submitting a paper claim, but you can also mail it to Premera – both the fax number and mailing addresses are listed on the form. See the next page for instructions on how to obtain a paper claim form.

Three ways to obtain a claim form	Submit an online claim form by logging on to Premera Online through the Health Plans page at www.mysbuxben.com. Download a PDF copy of the paper claim form from the Forms section at Premera Online. Call Premera Partner Services at (877) 728-9020 to receive a paper claim form in the mail.
Filing a claim for eligible over-the-counter medications and supplies	Follow the above instructions for submitting a manual claim. You can submit your claim online or file a paper form. Remember that you'll also need to submit an itemized receipt when you're filing a claim for over-the-counter medications and supplies.
When you can submit a claim	As soon as you incur expenses and have an itemized receipt, but no later than the December 31 immediately following the end of the plan year (September 30).
How much is reimbursed	The amount of your qualifying expenses up to the amount you elected to contribute for the full plan year (October 1 through September 30), even if your expense exceeds your year-to-date contributions. If you are reimbursed for the full-year amount before the end of the plan year, your payroll contributions will continue through September 30.
Two options for reimbursement	By check. Your reimbursement check will be mailed to the address on file, regardless of the address listed on your claim form. Automatically deposited into your personal checking or savings account if you request direct deposit. To request direct deposit of your reimbursement, simply log on to your reimbursement account at Premera Online, accessed through the Health Plans page at www.mysbuxben.com, and go to the My Account section. Click on the Direct Deposit link and enter your banking information. This information is updated in real time. If you need to change your banking information at a later date, or if you decide you no longer want to be reimbursed via direct deposit, you can change your account settings any time.
Frequency of claim processing	Claims are processed weekly.
Viewing your account balance and claim status	The online account management center is available 24 hours a day, 7 days a week. Log on to your account at Premera Online, accessed through the Health Plans page at www.mysbuxben.com, to get account balance(s), check claim status, enter a new claim, enroll in direct deposit, change your reimbursement payment setting, and more.
Claim filing deadline	Claims must be received by Premera no later than the December 31 following the prior plan year (October 1 to September 30) to be considered for reimbursement.
If your claim is denied, in whole or in part	You can appeal a claim denial within certain time limits. To file an appeal, you must submit a formal request in writing to Premera, stating the reasoning for the appeal. A decision will be made within 60 days of when your appeal is received.

Dependent Care Reimbursement Account (DCRA)

If you have dependent care expenses for your child(ren) under age 13 or a disabled adult family member, you can enroll in the DCRA and pay for these expenses with before-tax dollars.

Each year, you can contribute up to the following limits to your DCRA (unless you are a highly compensated partner as defined by the Internal Revenue Service; see "Nondiscrimination testing" on page 128 for more information):

- Up to $5,000 per plan year if you are married and file a joint federal tax return, or if you are single
- Up to $2,500 per plan year if you are married and file a separate return

Here is what that looks like on a pay-period basis:

FREQUENCY OF PAYCHECK	MINIMUM	MAXIMUM IF SINGLE OR MARRIED FILING JOINTLY	MAXIMUM IF MARRIED FILING SEPARATELY
Weekly	$1.92	$96.15	$48.07
Biweekly	$3.84	$192.30	$96.15

Only qualified dependent care expenses may be reimbursed by your DCRA and any unused balances are forfeited at the end of the year.

What the account covers

You can use the DCRA to pay for dependent care costs that allow you — and your spouse, if you are married — to work outside of your home, attend school full time or look for work.

The dependent care services may be provided in your home or another location, but not by someone who is your child under age 19 or considered your dependent for income tax purposes. If the services are provided by a dependent care facility that cares for more than six people, it must be licensed and meet state and local regulations. Services must be for the physical care of your dependent(s), not for things like education, meals and so on.

You can use the account to pay for the dependent care costs of:

- Your dependent child(ren) under age 13 who must be your "qualifying child" tax dependent (as defined by the IRS) or — if there has been a divorce or other legal separation of the parents — you must be the custodial parent
- Your spouse, who is physically or mentally incapable of caring for himself or herself and spends at least eight hours a day in your home
- Any other person who is physically or mentally incapable of caring for himself or herself, spends at least eight hours a day in your home and is also your tax dependent or a child for whom you are the custodial parent

Eligible expenses include:

- Costs for a day care center, if the center complies with all state and local laws
- Tuition for nursery school, if the school complies with all state and local laws
- Costs for family or adult day care facilities
- Wages paid to a nanny or companion in or outside of your home

For more information on what your DCRA may reimburse, review *IRS publication 503 (Child and Dependent Care Expenses)* at www.irs.gov.

Paying for Services in Advance

Many day care providers require payment in advance of providing services. This plan does not allow reimbursement for dependent care services until they have been incurred. So, if your dependent care provider bills in advance for future services, you will need to wait until that billing period has passed before you submit your claim. In these instances, you may want to request that your provider bill you more frequently in order to receive more timely reimbursements.

Day Care Rates

You may be able to change your contribution amount midyear if your day care costs change, for example, because you change day care providers, you experience a change in your day care provider's or nanny's rates, or the hours of care change. When your day care costs change, call Starbucks Benefits Center at (877) SBUXBEN within 45 days.

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What is not covered

Your DCRA will not reimburse:

- Wages for dependent care paid to someone whom you claim as a dependent on your federal income tax return
- Dependent care given during your (and your spouse's) nonscheduled work hours
- Any school costs for a dependent of school age, including kindergarten and summer school services (if the cost of schooling cannot be separated from the child care aspect of the program, the entire cost may be eligible)
- Overnight camp
- Nursing home expenses for dependents who do not live with you
- Dependent care for a child age 13 or over, unless they are incapacitated

Child and Dependent Care Tax Credit

In some cases, you may get a better tax advantage with the federal child and dependent care tax credit than with the dependent care reimbursement account. See a tax advisor to find out which works best for your situation.

If you take an approved leave of absence

While on your approved leave of absence, your contributions are suspended. You will not be able to be reimbursed for expenses incurred during your leave of absence. If you re-establish benefits eligibility within the same plan year, your prior per-paycheck contributions will be reinstated and your annual contribution election amount will be reduced by the

contribution amount missed during your leave of absence. If you return from your approved leave in a subsequent plan year, you will need to re-enroll in reimbursement accounts.

You may be eligible to change your DCRA contributions upon your return to work if you had a qualified status change during your leave. You must make your enrollment change within 45 days of your return to work. For more information, see "Making Changes" on page 24.

Nondiscrimination testing

Each year, Starbucks is required to test the DCRA for compliance with IRS discrimination regulations. These regulations place limits on the percentage that highly compensated partners (as defined by the IRS) can contribute to the plan as compared to non-highly compensated partners. In order to pass this test, the maximum contribution highly compensated partners can make to the DCRA is limited to $2,000 per plan year.

Starbucks conducts a forecast test early in the plan year to see if the plan is expected to pass the test. If the plan fails the forecast test, highly compensated partner contributions may be reduced further until the forecast test is passed. You will be notified if your contributions must be adjusted.

Although limiting the amount highly compensated partners can contribute to the DCRA and using a forecast test are proactive efforts by Starbucks, it does not guarantee that at the end of the plan year the DCRA plan will pass the discrimination test. If the plan fails the test, some or all of the contributions made by highly compensated partners during the plan year may become taxable.

When coverage ends

If you are no longer a Starbucks partner, your DCRA payroll deductions automatically end. You can continue to submit claims until you have used up your DCRA balance, provided the claims are eligible reimbursable expenses incurred within the plan year — *even after* your termination from Starbucks.

If you lose benefits eligibility due to the ongoing eligibility audit, your contributions will be suspended as described in the Eligibility and Enrollment chapter. If you re-establish benefits eligibility within the same plan year, your contributions will automatically reinstate on the first paycheck following the date you re-establish eligibility.

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How to file a DCRA claim

To file a manual claim for reimbursement	To submit a DCRA claim to Premera, choose one of the following two claims submission methods. Be sure to have your dependent care provider's tax identification number handy, along with any other appropriate dependent care claim documentation. **Online** – log on to Premera Online, accessed through the Health Plans page at www.mysbuxben.com, and go to the Benefits & Claims page. Click the Personal Funding Account link to visit the claims center for your reimbursement account and create a new claim. Follow the steps on the screen to enter information about your claim. When you submit your claim online, you'll be prompted to print a cover sheet and fax it, along with your claim receipts, to the number shown on the form. **Paper** – if you're unable to submit your claim online, you have the option to submit a paper claim. Fax is the preferred method for submitting a paper claim, but you can also mail it to Premera – both the fax number and mailing addresses are listed on the form. See below for instructions on how to obtain a paper claim form.
Three ways to obtain a claim form	Submit an online claim form by logging on to Premera Online through the Health Plans page at www.mysbuxben.com. Download a PDF copy of the paper claim form from the Forms section on Premera Online. Call Premera Partner Services at (877) 728-9020 to receive a paper claim form in the mail.
When you can submit a claim	As soon as you incur expenses and have an itemized receipt, but no later than the December 31 immediately following the end of the plan year (September 30).
How much is reimbursed	The amount of your eligible expenses up to your current account balance (what you have contributed to date). If your claim exceeds your account balance, the remainder will be reimbursed once additional payroll contributions are recorded in your account.
Two options for reimbursement	By check. Your reimbursement check will be mailed to the address on file, regardless of the address listed on your claim form. Automatically deposited into your personal checking or savings account if you request direct deposit. To request direct deposit of your reimbursement, simply log on to your reimbursement account at Premera Online, accessed through the Health Plans page at www.mysbuxben.com, and go to the My Account section. Click on the Direct Deposit link and enter your banking information. This information is updated in real time. If you need to change your banking information at a later date, or if you decide you no longer want to be reimbursed via direct deposit, you can change your account settings any time.
Frequency of claim processing	Claims are processed weekly.

Viewing your account balance and claim status	The online account management center is available 24 hours a day, 7 days a week. Log on to your account to get account balance(s), check claim status, enter a new claim, enroll in direct deposit, change your reimbursement payment setting, and more.
Claim filing deadline	Claims for the plan year (October 1 through September 30) must be received by Premera no later than the December 31 immediately following the last day of the plan year to be considered for reimbursement.
If your claim is denied, in whole or in part	You can appeal the claim denial within certain time limits. To file an appeal, you must submit a formal request in writing to Premera, stating the reasoning for the appeal. A decision will be made within 60 days of when your appeal is received.

Questions?

For answers to your general questions about reimbursement accounts, call Starbucks Benefits Center at (877) SBUXBEN. If you enroll in a reimbursement account and have questions specific to your account, call Premera at (877) 728-9020.

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Future Roast 401(k) Savings Plan

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Reference Guide

FIDELITY NETBENEFITS®	
Log on to Fidelity NetBenefits® (NetBenefits℠) via www.netbenefits.fidelity.com or call Fidelity to speak with a Service Representative, for more information about Future Roast 401(k), such as: • Eligibility • Enrollment • Rollovers • Account balance • Investment options and fund prospectuses • Investment changes • Loans • Changing beneficiaries • Withdrawals and distributions • Qualified Domestic Relations Orders	Link to Fidelity NetBenefits℠ via www.netbenefits.fidelity.com or http://LifeAt.sbux.com Virtually 24/7 **Fidelity** (866) 697-1048 Representatives available weekdays 5:30 a.m. – 9 p.m. Pacific Time Language translation and relay services available
SAVINGS AT STARBUCKS	
Available to answer your specific questions about the Future Roast 401(k) Plan savings@starbucks.com (888) 796-5282 Option 8 ext. 85653 or 83012	
STARBUCKS PARTNER CONTACT CENTER	
Call Starbucks Partner Contact Center for information about: • Your paycheck • Your payroll deductions • Your payroll taxes • Your change of address or other personal changes	Starbucks Coffee Company P.O. Box 34067 Seattle, WA 98124-1067 (866) 504-7368 Weekdays 5 a.m. to 5 p.m. Pacific Time
SOCIAL SECURITY ADMINISTRATION	
Call the Social Security Administration or access its website to: • Learn about Social Security benefits and how to apply • Understand how Social Security works • Request your free Personal Earnings and Benefit Estimate Statement • Locate an office in your area	(800) 772-1213 www.socialsecurity.gov

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Plan Highlights

Eligibility	Partners on the U.S. Payroll who: • Are at least age 18 and • Have completed 90 days of employment with Starbucks
Before-tax 401(k) contributions	You can choose to contribute from 1% to 75% of your pay on a before-tax basis, up to the annual IRS limit ($16,500 for 2009 and 2010). Your 401(k) contributions are deducted from your paycheck and are credited to your account at Fidelity on a paycheck-by-paycheck basis. Additional limits apply to certain highly compensated partners. You can enroll any time after you have met the eligibility requirements – there is no specific "enrollment window." Contributions start within one to two pay periods following your enrollment.
Catch-up contributions	You can make additional "catch-up contributions" on a before-tax basis starting at the beginning of the calendar year in which you will attain age 50. For these "catch-up eligible" partners, the maximum 401(k) contribution for 2009 and 2010 is $22,000 annually, including $5,500 in catch-up contributions and $16,500 in regular 401(k) contributions. Certain highly compensated partners are limited to $4,800 annually in regular 401(k) contributions in 2009 and 2010, but may contribute up to a total of $10,300 annually if they are catch-up eligible (including $5,500 in catch-up contributions).
Discretionary matching contributions	Generally, on an annual basis, Starbucks will decide whether or not to make discretionary matching contributions to eligible partner accounts. The rate of the match, if any, and additional conditions that may apply will be determined at least annually and communicated to partners. Contributing to the 401(k) ensures that, if you meet the requirements to receive a match, you will be credited with a discretionary match for any year in which a match is made.
Vesting	You are always 100% vested in your before-tax 401(k) contributions, catch-up contributions, employer matching contributions and rollover contributions.
Investment options	You may select from nine individual investment options or four custom Blend Funds including the Conservative Blend, Moderate Blend, Growth Blend and Aggressive Blend. The Moderate Blend Fund is the default investment option. You can change your investment choices or move your existing account balance to different investment choices any time (subject to frequent trading restrictions).
Plan loans	You can borrow up to 50% of your account balance, but no more than $50,000 (reduced by your highest outstanding loan in the last 12 months). Two types of loans are permitted: General purpose loan (maximum 5-year loan) or primary residence loan (maximum 15-year loan). The minimum loan amount is $500 and fees are assessed for each loan. You may have no more than one loan of each type outstanding at the same time.
Flexibility	You can enroll at any time after meeting the Plan's eligibility requirements. There is no restricted enrollment period. You can change the percentage of pay you contribute as often as biweekly.

Portability/rollovers	You can transfer (roll over) your account to a new employer's eligible retirement plan or an Individual Retirement Account (IRA) when you leave Starbucks. You can rollover an account from another employer's qualified retirement plan or conduit IRA into the Future Roast 401(k) anytime after you are hired and are on the U.S. payroll.
Tax savings	Your account (including earnings) accumulates on a tax-deferred basis. No federal income taxes are due until withdrawn. A 10% early withdrawal penalty may apply in some instances (generally applicable if you are under age 59½ and you take a lump-sum distribution). You can continue to defer taxes and avoid the early withdrawal penalty by rolling over your account balance to an eligible employer plan or a traditional IRA. (Rollover to a Roth IRA will result in immediate taxation but the early withdrawal penalty will not apply.)

Using the Plan

TRANSACTION	WHEN	HOW	EFFECTIVE DATE
Enroll/start contributing	Any time after becoming eligible (following 90 days of employment and attainment of age 18)	Go to www.netbenefits.fidelity.com or call Fidelity at (866) 697-1048, weekdays 5:30 a.m. to 9 p.m. Pacific Time	As soon as administratively possible following completion of your enrollment elections (usually within 1 to 2 pay periods)
Starbucks discretionary matching contributions	Discretionary matching contributions, if made for a plan year, would be credited after the close of the Plan year (after December 31)	If a discretionary matching contribution is made, it is automatically credited to partners who made 401(k) contributions and who met the applicable match eligibility requirements for the year to which the match applies	Allocated to Future Roast 401(k) after the close of the Plan Year
Change or stop contributions	Anytime after you start making 401(k) before-tax contributions	Go to www.netbenefits.fidelity.com or call Fidelity	As soon as administratively possible following the request (usually within 1 to 2 pay periods)
Rollover a balance from another qualified plan	Any time after you are hired and are on the U.S. payroll	Go to www.netbenefits.fidelity.com or call Fidelity to obtain a rollover form	As soon as administratively possible

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TRANSACTION	WHEN	HOW	EFFECTIVE DATE
Change investment direction for future contributions	Anytime after you start making 401(k) before-tax contributions	Go to www.netbenefits.fidelity.com or call Fidelity	The day you make the change online or by phone (if before 4 p.m. Eastern Time or by the daily market close); otherwise, the next business day excluding NYSE holidays
Change existing investment elections; rebalance or exchange your current account balances	Anytime after you have an account balance in the Plan (frequent trading restrictions apply)	Go to www.netbenefits.fidelity.com or call Fidelity	The day you make the change online or by phone (if before 4 p.m. Eastern Time or by the daily market close); otherwise, the next business day excluding NYSE holidays
Request a loan	When your account balance is at least $1,000	Go to www.netbenefits.fidelity.com or call Fidelity	General purpose loan – a check is generally mailed or via EFT 3-5 business days after your loan request is processed Residential loan – application paperwork mailed to you; check processed 3-5 business days after request received in good order
Request an age 59½ or rollover account withdrawal	Annually from your account balance if you have attained at least age 59½ or have a rollover account balance	Go to www.netbenefits.fidelity.com or call Fidelity	A check is generally mailed or via EFT 3-5 business days after request is processed
Request a hardship withdrawal	When you have an immediate, heavy financial need (as defined by the IRS) and have exhausted other resources including obtaining loan(s) available from the Plan; requires six-month suspension of 401(k) and S.I.P. contributions	Call Fidelity at (866) 697-1048 to request an application; submission of a hardship withdrawal application does not guarantee that the withdrawal will be approved	A check is generally mailed or via EFT 3-5 business days after your request is approved and processed

TRANSACTION	WHEN	HOW	EFFECTIVE DATE
Request a final distribution	When you leave Starbucks for any reason; you may take either a lump sum or rollover your account into another eligible employer plan or IRA.	Call Fidelity at (866) 697-1048 or go to www.netbenefits.fidelity.com.	As soon as administratively possible after Fidelity has been notified of your separation, usually within 2-4 weeks after your change in status

Future Roast 401(k)

The Starbucks Future Roast 401(k) Savings Plan helps you build income for your future. It can also give you added security along the way by providing resources for certain financial needs, such as buying a home or saving for school. Through Future Roast 401(k), you can save part of your pay before it is taxed. You decide how your Future Roast 401(k) money is invested among a variety of available investment funds. You do not pay taxes on the money in your Future Roast 401(k) account until it is distributed to you.

The Future Roast 401(k) offers a discretionary match. This means that your 401(k) contributions may or may not receive Starbucks matching contributions. See page 143 for more information about matching contributions. Any discretionary match will be added to your Future Roast 401(k) account and will be invested on a before-tax basis along with your own 401(k) contributions. Throughout this document, any reference to the match refers to discretionary matching contributions.

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Why Save in Future Roast 401(k)?

The Future Roast 401(k) offers several important advantages over typical savings accounts:

- Your taxable pay is reduced because your contributions are not subject to federal and, in most cases, state income taxes until they are withdrawn.
- If you meet the match eligibility requirements and contribute to the Plan, you will share in the discretionary match for any year in which a match is made.
- Your contributions and any Starbucks match — plus any earnings — are not taxed until you withdraw them.
- You may be eligible for a federal tax credit of up to 50% on the first $2,000 you contribute. For more information about this special tax credit, see "Tax credit for eligible savers" on page 142.
- Future Roast 401(k) is completely portable — meaning you can take your money with you if you leave Starbucks. You may also be able to roll over (transfer) your balance into another employer's eligible retirement plan, such as a 401(k) plan or an individual retirement account (IRA). Except for a rollover to a Roth IRA, when you roll over your Future Roast 401(k) account, you postpone paying taxes on your money until required by the IRS (i.e., upon lump sum withdrawal or age 70½ required minimum distribution payout).

Eligibility

Generally, you are eligible to contribute to Future Roast 401(k) if you have completed 90 days of service, are a regular partner on the U.S. payroll of a participating company and are at least 18 years old. Different eligibility requirements may apply if you are employed by an entity that was recently acquired.

You are not eligible to contribute to Future Roast 401(k) if you are:

- Under age 18
- Covered by a collective bargaining agreement, unless your bargaining agreement provides for participation in Future Roast 401(k)
- Treated by Starbucks as an independent contractor or consultant
- Leased as an employee from another company
- Not on the U.S. payroll — such as a nonresident alien with no U.S. source of income
- Assigned to work overseas or in a foreign country permanently or indefinitely and no longer on U.S. payroll, or
- Not classified by Starbucks as an employee, regardless of how you might be classified by the government, a government agency, court of law or administrative determination

A participating company is one that is wholly owned or partially owned by Starbucks Corporation and that has adopted Future Roast 401(k) for its eligible partners. See page 169 for a list of participating companies.

If you are rehired

If you leave before 90 days of employment and are rehired

If you leave Starbucks before you have completed 90 days of employment and are rehired within 12 months of leaving Starbucks, your time away counts toward the 90-day eligibility requirement. If you are rehired between one and five years after leaving Starbucks, your time away does not count for service credit. However, you still receive credit for the days you had originally worked. Special rules may apply if you were gone more than five years. Please contact the Starbucks Savings team via email at Savings@starbucks.com for more information if this applies to you.

If you are rehired and were previously eligible

If you left Starbucks after you were eligible to enroll, you may be immediately eligible to begin contributing to Future Roast 401(k) upon your rehire. Special rules may apply if you were gone more than five years and in certain other situations. Please contact the Starbucks Savings team via email at Savings@starbucks.com for more information if this applies to you.

Enrolling in Future Roast 401(k)

Once you are eligible, your next step is to enroll — and you may do so at any time.

When you first become eligible, Fidelity will mail a welcome letter containing enrollment instructions and information to your home. If you do not promptly receive the welcome letter, contact the Starbucks Savings team via email at Savings@starbucks.com. You will need your Social Security number (Customer ID) in order to set up your

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Personal Identification Number (PIN) when you enroll via the NetBenefits℠ website or by phone. If you already have an account with Fidelity, you will use the same Customer ID and PIN to enroll.

There are several ways to enroll:

- **Online** via the NetBenefits℠ website at www.netbenefits.fidelity.com 24 hours a day, seven days a week
- **Speak** with a Fidelity representative at (866) 697-1048, weekdays from 5:30 a.m. to 9 p.m. Pacific Time
- **Access** Future Roast 401(k) information at LifeAt.sbux.com. After you log on, click on the Pay, Stock & Savings link to access educational information or to link to NetBenefits℠ to enroll

Once you have completed your enrollment, your elections generally take effect within two paychecks after your enrollment.

Beneficiary designations

When you enroll, you must name one or more beneficiaries for your Future Roast 401(k) account. Your beneficiary receives your account balance if you die. If you are married, your spouse is automatically your beneficiary unless your spouse agrees in writing, with a notarized consent, to name another beneficiary.

Submit your beneficiary information online by accessing the NetBenefits℠ website at www.netbenefits.fidelity.com, or by speaking with a Fidelity Representative at (866) 697-1048 to request a beneficiary designation form. A spousal consent form will automatically be mailed to you for your signature if you are married and name someone other than your spouse as your beneficiary. Your properly completed beneficiary designation will become effective once it is received by Fidelity.

If you do not name a beneficiary, or improperly complete the beneficiary designation form, in the event of your death your Future Roast 401(k) account balance will normally be distributed to your estate if you are single or to your spouse if you are married.

If you have a same-sex spouse

401(k) plans are governed by federal law and are subject to the federal definition of marriage, which states that a "spouse" is a husband or wife of the opposite sex. You are not prevented, however, from naming a same-sex spouse as your Plan beneficiary. Unlike an opposite-sex spouse, a same-sex spouse is not automatically treated as your beneficiary — you must complete the designation procedure. Also, you do not need a same-sex spouse's consent to name someone else as your beneficiary.

Contributing to Future Roast 401(k)

Your account can include several types of contributions:

- Your regular 401(k) before-tax contributions deducted from your paycheck
- Catch-up contributions deducted on a before-tax basis from your paycheck (available for partners age 50 and older)
- Any rollover contribution you make into the Plan
- Starbucks matching contributions

- Starbucks discretionary profit sharing contributions
- Contributions from another 401(k) plan merged with this Plan
- Qualified non-elective contributions

Payroll contributions

In general, you can contribute from 1% to 75% of your before-tax pay to Future Roast 401(k) up to the IRS annual limits (subject to annual IRS indexing) each paycheck. For the 2009 and 2010 calendar years, the annual limit is $16,500 for regular before-tax contributions and $5,500 for catch-up contributions. These contributions are deducted from your paycheck before federal and income taxes in most states are calculated and withheld. This means you defer paying income taxes on your Future Roast 401(k) contributions and earnings until you withdraw them. The annual IRS limit applies to your combined before-tax (or Roth) contributions to this Plan and all other qualified retirement plans (e.g., other 401(k) plans, 403(b) plans) during the calendar year.

The maximum amount of pay that will be considered annually when calculating your before-tax contribution is $245,000 for 2009 and 2010*. Some additional contribution limits may apply, depending on your contribution rate, pay or position. These limitations are described in more detail in the following pages.

** These IRS limits are subject to annual cost of living adjustments published annually by the IRS.*

Before-tax pay

Before-tax pay is generally defined as your regular salary or wages, overtime and cash bonuses (except sign-on bonuses). Excluded from before-tax pay are most allowances, gifts and awards, tips, any severance pay, CUP Fund payments, short-term disability payments and tuition reimbursement. If you participate in the Management Deferred Compensation Plan (MDCP), your contributions to and disbursements from MDCP, if any, are also excluded.

Contributions to Future Roast 401(k) are automatically deducted from your paycheck. These deductions typically begin within two paychecks of your enrollment. You can change, stop and restart your contributions at any time without penalty. Contribution changes typically occur within two paychecks of your request.

Catch-up contributions

Any eligible partner who is age 50 or older, or who attains age 50 during the current plan year, is eligible to make catch-up contributions. Catch-up contributions are additional before-tax contributions available to partners age 50 or older and whose Future Roast 401(k) contributions will reach a plan-imposed limit or various IRS annual dollar limits. For the 2009 and 2010 calendar years, the annual catch-up contribution limit is $5,500. This catch-up limit is in addition to the "regular" before-tax annual contribution limit (i.e., $16,500 annually for the 2009 and 2010 calendar years – subject to IRS indexing). Catch-up contributions and regular before-tax contributions combined are limited to 75% of pay.

For more information about catch-up contributions and how 401(k) and catch-up contributions limits are applied, access NetBenefits[SM] at www.netbenefits.fidelity.com or call Fidelity at (866) 697-1048 to speak with a Fidelity representative.

Exceeding IRS limits in a calendar year

Controls are in place to appropriately limit your 401(k) contributions under the Future Roast 401(k) each calendar year. However, in the event your total before-tax contribution (including catch-up contributions) to the Future Roast 401(k) Plan for a calendar year exceeds the applicable IRS dollar limits for that year, the excess amount will automatically be distributed to you, adjusted for gains or losses.

On the other hand, if the excess contribution occurs because you also participated in a qualified retirement plan such as a 401(k) or 403(b) plan maintained by another employer that year, the excess amount, adjusted for gains or losses, is subject to federal tax and must be returned to you by April 15 of the following year to avoid adverse tax consequences. If this situation applies to you:

- You will need to decide which plan you wish to designate as the plan with the excess amount. If you designate Future Roast 401(k) as holding the excess amount and file a written notice by March 1 following the calendar year in which your excess contributions were made, your excess contributions will be returned to you, adjusted for gains or losses, by April 15. Applicable federal taxes will be withheld.
- If you fail to request the distribution of your excess contributions by March 1 resulting in the inability for the plan to process this refund by April 15, the excess amount is prohibited from being distributed until such time as the rest of your account is distributed. In this instance, you may end up paying tax on the excess twice – once in the current tax year and again when the excess amount is actually distributed to you.

If you feel this situation may apply to you, please contact the Starbucks Savings team at Savings@Starbucks.com.

If you are considered a highly compensated partner and are eligible to participate in the MDCP, you may be further limited in the amount you can contribute to Future Roast 401(k) or any amount you may receive as a match in your Future Roast 401(k) account. See "IRS limits for highly compensated partners" below for more information.

Your payroll deductions to your Future Roast 401(k) account will automatically suspend during the Plan Year when you have contributed the maximum allowed by law or the Plan. Beginning with the first paycheck of the following Plan Year, your payroll contributions will automatically resume at the rate they were when they discontinued unless you elect otherwise.

IRS limits for highly compensated partners

Partners who are determined to be highly compensated and who are eligible to participate in the MDCP as of January 1 of the applicable Plan Year are subject to a lower 401(k) flat dollar contribution limit described on the next page under "Future Roast 401(k) contribution limit for MDCP-eligible partners." This limit is imposed to enable the Plan to pass certain discrimination tests.

Discrimination test annual limit

Each year, Starbucks is required to test the Plan for compliance with IRS nondiscrimination regulations. These regulations place limits on the amount that highly compensated partners can contribute to Future Roast 401(k) as compared to contributions by non-highly compensated partners. If the limits are exceeded, the Plan may be required to return to certain highly compensated partners a portion of their before-tax contributions (and associated earnings), called excess contributions, made during the Plan Year. A portion of Starbucks matching contributions, if any, (and associated earnings) may also be considered excess contributions. You will be notified if this limit applies to you.

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If you are eligible to make catch-up contributions (age 50 or older) and did not contribute up to the annual maximum amount ($5,500 for the 2009 and 2010 calendar years), some or all of your excess contribution refund will be automatically reclassified as a catch-up contribution rather than being returned to you. This reclassified amount will remain in your account. Any discretionary match on your reclassified contributions will be forfeited unless Starbucks has made the decision to match those contributions or reclassified contributions for a given year. More information on catch-up contributions is provided on page 140.

Highly compensated definition for 2009 and 2010

Partners are considered by the IRS to be highly compensated employees (HCEs) in 2009 if they earn more than $105,000 gross pay (excluding MDCP deferrals) in the prior calendar year (2008) or if they are more than a 5% owner of Starbucks. This compensation threshold is determined annually by the IRS and may be increased in future years based on inflation. Partners with compensation of $110,000 or more (excluding MDCP deferrals) in 2009 will be considered HCEs in 2010. The same $110,000 compensation limit applies for determining HCEs in 2011.

Future Roast 401(k) contribution limit for MDCP-eligible partners

If you are eligible to participate in the Management Deferred Compensation Plan (MDCP) on January 1 and are considered highly compensated for that Plan Year, you are limited in the amount you can contribute to Future Roast 401(k). The 401(k) before-tax annual contribution limit for the 2009 and 2010 Plan Years for these specific partners is $4,800. This flat-dollar limit is subject to change and is established by the Plan Administrative Committee each year. Catch-up contributions are not included in this flat-dollar limit. Therefore, an MDCP-eligible, highly compensated partner who is at least age 50 or will become age 50 in 2009 may make a maximum annual contribution of $4,800 in regular before-tax contributions and an additional $5,500 annually in catch-up contributions to his or her Future Roast 401(k) account.

You are eligible to participate in the MDCP if your position is director level or above or your 2009 annualized base pay rate is $110,000 or higher, subject to IRS indexing. You will be notified if you are eligible to participate in the MDCP.

Tax credit for eligible savers

In addition to the tax advantages of participating in Future Roast 401(k), you may be eligible to receive a federal tax credit of up to $1,000 on the first $2,000 you contribute each year. Since the tax credit is not a deduction, it is used to reduce your tax payment to the IRS dollar for dollar. The tax credit applies to the first $2,000 you contribute. Certain plan distributions in the same year may offset or limit your credit. A taxpayer who is younger than 18, a full-time student, or who is claimed as a dependent on someone else's return is not eligible for this saver's credit.

For more information, contact your tax advisor or financial planner, or go to www.netbenefits.fidelity.com under Plan Information and Documents.

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Rollover contributions

You may roll over the balance of your previous qualified retirement plan account or a special individual retirement account (IRA), called a conduit IRA, into your Future Roast 401(k) account as soon as you are hired at Starbucks (must be employed by a participating company and not in an excluded class of employment as described on page 138). Your rollover account is always 100% vested and belongs to you. You will need to select your investment options at the time of your rollover.

Amounts that you can roll over include:

- Before-tax balances from previous employers' eligible retirement plans that meet the requirements stated in Sections 401(a), 403(b) or 457 of the Internal Revenue Code; after-tax contributions are not permitted to be rolled over into Future Roast 401(k), and
- Balances from an IRA that holds balances rolled over from previous employers' qualified retirement plans (also known as a conduit IRA).

Some payments that are not eligible for rollover into Future Roast 401(k) include:

- Periodic payments made to you from a previous employer's eligible retirement plan that are scheduled to last over a period of at least 10 years
- Minimum distribution amounts (usually due to reaching age 70½ or retiring) from previous employers' eligible retirement plans
- Non-taxable distributions received from previous employers' eligible retirement plans (these are also called after-tax contributions — pay you put into a savings plan after you have paid taxes on it)
- Excess contributions returned to you resulting from the failure to pass the annual IRS nondiscrimination test
- Hardship withdrawals

For more information about rollover contributions, or to request a rollover contribution form, log on to NetBenefits[SM] at www.netbenefits.fidelity.com or call Fidelity at (866) 697-1048 to speak with a representative.

What is a conduit IRA?

A conduit IRA, for purposes of the Plan, means an individual retirement account designed to hold a tax-qualified rollover from an employer's qualified retirement plan – such as another 401(k) plan – which then allows you to defer paying taxes and avoid tax penalties. You may use a conduit IRA as a vehicle to hold your retirement savings balance between your original distribution and subsequent rollover to another employer's eligible qualified retirement plan. Note that if you make any other type of IRA contributions to your conduit IRA, it will no longer be considered a conduit IRA, and you will lose your ability to roll it into Future Roast 401(k).

Starbucks matching contributions are discretionary

The Future Roast 401(k) offers a discretionary match. This means that 401(k) contributions made by participants to the Future Roast 401(k) may or may not receive Starbucks matching contributions. In the event matching

contributions are made for the 2009 Plan year or future years, they may be made pursuant to a match rate (and other terms and conditions) different than what was in place for prior years.

Starbucks will determine, at its discretion, whether matching contributions will be made, and the terms and conditions for sharing in such contributions. If matching contributions will be credited to the Future Roast 401(k) with respect to a given Plan Year or future period, you will be notified. The maximum amount of before-tax pay that is taken into consideration when calculating matching contributions for the Plan Year is subject to the annually indexed IRS compensation limit ($245,000 for 2009 and 2010).

Starbucks discretionary profit-sharing contributions

In any Plan Year, Starbucks may choose to make a profit sharing contribution to Future Roast 401(k). Any profit sharing contribution is solely at Starbucks discretion. As of January 2009, Starbucks had not made a profit sharing contribution to Future Roast 401(k).

Partners eligible to participate in Future Roast 401(k) are eligible for a profit sharing contribution, even if they have never enrolled in Future Roast 401(k) or are not currently making payroll contributions. However, discretionary profit sharing contributions will only be allocated to partners who are actively employed on the last day of the Plan Year unless the participant terminated employment during the Plan Year due to death, disability or retirement at or after age 65.

The amount of any profit sharing contribution allocated to an eligible partner's account will be a percentage of the total profit sharing amount allocated to Future Roast 401(k). The eligible partner's percentage will be determined by dividing the partner's compensation by the total compensation of all eligible partners. Compensation, for purposes of allocating profit sharing contributions, is generally all taxable compensation for the Plan Year plus before-tax contributions to Future Roast 401(k) and Starbucks benefits plans (if any), less MDCP contributions and distributions, and is subject to the annually indexed IRS compensation limit ($245,000 for 2009 and 2010).

If a profit sharing contribution is approved, more information will be provided at the time the contribution is made to participant accounts.

Investment Options

You can invest your contributions, any rollover contributions and your Starbucks match contributions using one of the following investment approaches:

- Create your own investment mix using individual funds
- Choose a pre-mixed or blended investment that matches your desired investment strategy for risk and potential return

Your total account balance — consisting of your contributions, any rollover contributions, any merged plan account and any Starbucks matching contributions (and profit sharing contributions, if any) — is affected by the performance of your Future Roast 401(k) investments.

Individual funds

Future Roast 401(k) offers a variety of individual investment fund options. By selecting a combination of these individual funds, you can create an investment mix that best suits your investment goals, time horizon and tolerance for risk. Each individual fund has a different objective and strategy.

Blended investment funds

For investors who prefer to select a pre-mixed investment (i.e., one investment option containing several different investment funds), Future Roast 401(k) offers four blended investment options, each one offering a different level of risk and potential return: conservative, moderate, growth and aggressive. Each blended investment option contains a mix of several of the individual funds offered by the Plan. This means each blended investment option is well-diversified across several different asset categories. In addition, the blended investment options are professionally managed and automatically rebalanced monthly to maintain their intended targeted risk and potential return (e.g., conservative, moderate, growth or aggressive). The blended investment options are designed so you can choose just one of these options to invest in to suit your investment strategy.

The following chart lists the individual and blended investment options available under the Future Roast 401(k). You can find more detailed information about these investment options by visiting NetBenefits℠ at www.netbenefits.fidelity.com or by calling Fidelity at (866) 697-1048 to speak with a representative.

TYPE OF INVESTMENT	FUTURE ROAST 401(k) INVESTMENT OPTION	FUND OBJECTIVE (RISK AND RETURN)
INDIVIDUAL INVESTMENT OPTIONS		
Asset Class: Stable Value *Category:* Stable Value	SEI Stable Asset Fund	• Low risk investment with low earnings potential • Seeks to preserve the value of contributions and to earn income relative to current interest rates • Historically, long-term earnings have been lower than the long-term earnings on stock investments
Asset Class: Fixed Income *Category:* Bond	Dodge & Cox Income Fund	• Low to medium risk investment with low earnings potential • Seeks long-term preservation of contributions and a stable rate of return • Historically, long-term earnings have been lower than the long-term earnings on stock investments

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TYPE OF INVESTMENT	FUTURE ROAST 401(k) INVESTMENT OPTION	FUND OBJECTIVE (RISK AND RETURN)
INDIVIDUAL INVESTMENT OPTIONS		
Asset Class: Specialty/Sector *Category:* Domestic Equities-Large Blend/Socially Responsible	Vanguard FTSE Social Index Fund	• Medium to high risk investment with higher earnings potential • Seeks to grow your money over time • Invests in companies that have been screened for certain criteria, including environmental policies, workplace issues and other topics
Asset Class: Equity (Stocks) *Category:* Domestic Equities-Large Value Domestic Equities-Large Blend (Core) Domestic Equities-Large Growth Domestic Equities-Small Value Domestic Equities-Small Growth International Global	American Funds® Fundamental Investors℠ Vanguard Institutional Index Fund American Funds® Growth Fund of America℠ Harbor Small Cap Value Fund Morgan Stanley Institutional Fund Fidelity Diversified International Fund	• Medium to high risk investment with higher earnings potential • Seeks to grow your money over time • Value can rise and fall drastically with changes in stock market conditions • Historically, over time long-term earnings have been higher than the long-term earnings on money market, stable value and fixed income investments
BLENDED INVESTMENT OPTIONS		
Balanced	Conservative Blend Moderate Blend Growth Blend Aggressive Blend	• Low to high risk investment • Each blended investment option contains a diversified mix of many of the individual investment options described above and each offers a different level of risk and potential return

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The following chart summarizes the target allocation percentages for each of the four Blend Funds.

	CONSERVATIVE BLEND FUND	MODERATE BLEND FUND	GROWTH BLEND FUND	AGGRESSIVE BLEND FUND
SEI Stable Asset Fund	40.00%	15.00%	0.00%	0.00%
Dodge & Cox Income Fund	40.00%	45.00%	35.00%	15.00%
Vanguard Institutional Index Fund – Institutional Class	6.00%	12.00%	20.00%	26.00%
American Funds® Fundamental Investors℠ – Class R4	3.00%	6.00%	10.00%	13.00%
American Funds Growth Fund of America – Class R4	3.00%	6.00%	10.00%	13.00%
Harbor Small Cap Value Fund – Institutional Class	1.50%	3.00%	5.00%	6.50%
Morgan Stanley Inst. Small Company Growth Fund – Class P	1.50%	3.00%	5.00%	6.50%
Fidelity Diversified International Fund	5.00%	10.00%	15.00%	20.00%
Total	**100.00%**	**100.00%**	**100.00%**	**100.00%**

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What is risk?

All investments have an expected rate of return – what those investments will potentially earn – based on historical averages and informed estimates. Market risk is the chance that the value of your investments will go up or down over time. Inflation risk is the risk that the value of your investments will not keep up with inflation over the long term.

For more information

More information about the individual funds and blended investments can be obtained:

- On NetBenefits℠ via www.netbenefits.fidelity.com and clicking on the "Performance and Research" link
- By speaking with a Fidelity representative at (866) 697-1048
- By reviewing the Investment Options & Frequent Trading Notice online at www.netbenefits.fidelity.com under Plan Information and Documents

Valuing your Future Roast 401(k) account

When you and Starbucks contribute to your Future Roast 401(k) account and you direct this money into the investment funds, these funds can earn interest, dividends and capital gains (generally referred to as earnings or gains). Sometimes your investment funds will record losses. These gains and losses are determined and applied proportionately to your account through a process known as valuation.

Your account will typically be valued every business day the U.S. stock and bond markets are open. The gain or loss from each of your funds is calculated based on the change in value of the underlying securities each fund owns and any additional income since the previous day's valuation. Fund expenses – such as management fees, brokerage and transaction costs – are then subtracted, and the net gain or loss is allocated proportionately to the number of shares you hold in your account.

In addition to your investment fund value changes, your account value is adjusted for contributions, withdrawals and loan repayments. On occasion, Starbucks may need to delay or temporarily stop daily valuation for special activities, such as changing Plan record keeping or investment funds.

Making your investment elections

Before making your investment choices, be sure to read the detailed fund descriptions and prospectuses available through NetBenefits[SM] at www.netbenefits.fidelity.com or by calling Fidelity at (866) 697-1048 to speak with a representative. You can choose to invest in one or several of the individual funds and/or blended investments. Your investment elections must be made in whole percentages and must add up to 100%. If you choose to invest in the blended investments, it is recommended that you select the one blended investment that most closely suits your investment strategy (i.e., desired level of risk and potential return).

If you fail to make a valid investment election when you enroll, your contributions, matching contributions and associated earnings will be invested in the default investment option as determined by the Administrative Committee. As of December 24, 2007 the default investment option is the Moderate Blend Fund. Any Starbucks matching contributions are invested in the same funds you elect for your own contributions.

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Making changes to your investment fund elections

As with all investment decisions, partners are encouraged to review their own specific goals and risk tolerance prior to investing in any fund(s).

Future contributions

You can change your investment fund elections for your future contributions at any time. Your changes will go into effect within two paychecks of your election.

Existing account balance

The Future Roast 401(k) Plan allows participants to change the investment of their existing account balance by using two different transfer options:

- The Investment Exchange option
- The Rebalancing option

Exchanges: The exchange feature allows you to move a specific dollar amount or specific percentage of a single fund to one or more funds. Exchanges are allowed at any time; however, there are certain limitations and restrictions. If you have less than $250 in the investment fund in which you wish to make exchanges out of, the exchange must total 100% of that fund. In addition, fees may be assessed against some of your investment options if you exchange between investments too frequently. For more information on Fidelity's frequent trading policies, see the "Frequent Trading" section on page 150.

Rebalancing: The rebalance feature allows you to change the allocation of your existing account balance among the investment options on a percentage basis. When rebalancing, you would consider your entire account balance and determine the percentage that you would like to invest in each fund, so that in total 100% of your account balance is reallocated among the funds you choose. Rebalancing is allowed at any time; however, there are certain limitations and restrictions. Fees may be assessed against some of your investment options if you rebalance your account too frequently. For more information on Fidelity's frequent trading policies, see the "Frequent Trading" section on page 150.

Investment changes to your existing account balances received by market close (typically 1:00 p.m. Pacific time) will take effect the same business day. Investment changes received after market close will transact the next business day. Investment changes you make to your existing account balances will apply to all of your Future Roast 401(k) accounts (i.e., your before-tax, rollover and any Starbucks matching accounts).

How to make a change

You can make investment option changes, obtain additional information including fund performance and expense and fee information, or access updated information about your Future Roast 401(k) accounts by:

- Logging on to NetBenefits℠ at www.netbenefits.fidelity.com (you can also access NetBenefits℠ via http://LifeAt.sbux.com)
- Calling Fidelity at (866) 697-1048 to speak with a representative, weekdays 5:30 a.m. to 9 p.m. Pacific Time

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Managing Your Account

You can request the following transactions online via NetBenefits℠ at www.netbenefits.fidelity.com or by contacting a Fidelity representative at (866) 697-1048:

- Review your account balances
- Review, increase or decrease your contribution percentage rate
- Review fund information
- Review or change your investment choices
- Transfer your account balances to other funds
- Designate your beneficiary
- Request a loan
- Request a hardship withdrawal form
- Request a non-hardship withdrawal (i.e., age 59 ½ or rollover account withdrawal) or a distribution (following disability or separation from employment)

You can also review a summary of Future Roast 401(k) provisions by accessing "Plan Information and Documents" on NetBenefits℠ at www.netbenefits.fidelity.com.

Account statements

Each quarter, Fidelity will make available a Future Roast 401(k) account statement online at www.netbenefits.fidelity.com. You will receive notification from Fidelity via email or postcard about the availability of your statement online. The statement details all activity and investment results for your account during the quarter. You can also go online via NetBenefits℠ at www.netbenefits.fidelity.com and elect to receive a paper statement of your Future Roast 401(k) account at any time.

Frequent trading

Future Roast 401(k) has a long-term objective: to help you build enough savings for you to live on when you stop working. While you are allowed to transfer your Future Roast 401(k) account balance on any business day, neither the Plan nor its investment options were designed for frequent trading. Frequent or "excessive" trading is the purchase and subsequent sale (or vice versa) of a mutual fund within a short period of time. Short term and other excessive trading by shareholders can adversely affect a fund's performance by disrupting the portfolio manager's investment strategy, by increasing expenses (such as trading commissions) or by allowing some investors to capitalize on stale pricing at the fund's expense.

To help protect the interests of fund investors who are seeking long-term returns on their investments, Fidelity monitors excessive trading and limits the number of times investors exchange in and out of its funds, as well as other investment products offered as options in workplace retirement savings plans as directed by the fund managers or sponsors of the retirement savings plans.

Fidelity's monitoring is based upon the concept of a "roundtrip" within a fund. In retirement savings plans, a roundtrip transaction occurs when a participant exchanges in and then out (purchase and sale) of a fund option within 30 days. For the purposes of its excessive trading policies, purchases and sales do not include systematic contributions or withdrawals (i.e., regular contributions, loan payments, hardship withdrawals) as permitted by the Plan; they only include participant-initiated exchanges greater than $1,000.

Under Fidelity's excessive trading policies, participants are limited to one roundtrip transaction per fund within any rolling 90-day period, subject to an overall limit of four roundtrip transactions across all funds over a rolling 12-month period.

The first roundtrip in any fund results in a warning letter. Participants with two or more roundtrip transactions in a single fund within a rolling 90-day period will be blocked from making additional purchases of the fund for 85 days. Any four roundtrips in one or more funds in a 12-month rolling period will result in the participant being limited to one exchange day per quarter for 12 months. This applies to all investments subject to Fidelity's excessive trading policies. Once the 12-month exchange limitation expires, any additional roundtrip in any fund in the next 12-month period will result in another 12-month limitation of one exchange per quarter.

Trading suspensions do not restrict a retirement plan participant's ability to make loan repayments, transact withdrawals from Plan accounts, make investment exchanges out of the fund or continue to allocate employee and employer contributions to the fund. In other words, the right to redeem (sell) is not affected by these policies, but the ability to make subsequent exchanges into the fund will be.

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Fidelity's excessive trading limit and other short-term trading policies are subject to change by Fidelity. Please refer to the Future Roast 401(k) & MDCP Investment Options and Frequent Trading Notice for more information about the investment options, frequent trading and additional information regarding fund-based short-term trading fees.

Loans

Future Roast 401(k) is designed for long-term savings with a clear emphasis on planning for the future. However, life sometimes involves pressing financial needs — short-term needs that may seem more important than your long-term goals. That is why Future Roast 401(k) offers a loan option for partners who have a Future Roast 401(k) account balance and have not terminated employment with Starbucks.

When borrowing money from your Future Roast 401(k) account balance, there are no tax penalties (provided you pay the loan back as scheduled), and the interest you pay goes right back into your own Future Roast 401(k) account. In general, you may borrow up to 50% of your vested account balance up to a maximum of $50,000, whichever is less. This amount will be reduced if you had an outstanding loan balance in the past 12 months.

When you take out a loan, you pay yourself back with interest. The interest rate is set at the time that you take the loan and is the prevailing rate charged by commercial lenders for similar loans, plus 1 percent. The current rate is available by calling Fidelity at (866) 697-1048 to speak with a representative. The current interest rate is also displayed when you model a loan on NetBenefits℠ at www.netbenefits.fidelity.com.

Future Roast 401(k) offers two types of loans: a general purpose loan and a primary residence loan. You can take a general purpose loan for any reason for a maximum repayment period of five years. A primary residence loan can only be obtained for the purchase of a home you are going to live in with a maximum repayment period of 15 years. Primary residence loans, like general purpose loans, are not tax-deductible. Only one outstanding loan of each type is permitted at any time. Your account balance is the security collateral for your loan.

You are not eligible to take a loan if you:

- Do not have an account balance
- Have a loan of the same type outstanding
- Have defaulted on a loan within the last two years (see "Repaying your loan" on page 152), or
- Have terminated employment with Starbucks

If you are an active partner and have a rollover balance in Future Roast 401(k), you may obtain a loan from your rollover account regardless of whether you are eligible to participate in Future Roast 401(k).

At least one paycheck (one or two weeks, depending on how frequently you are paid) must elapse between the final payment on one loan and obtaining a new loan.

Minimum and maximum loan amounts

The minimum amount you may borrow from your Future Roast 401(k) account balance is $500. The maximum amount you may borrow is 50% of your account balance, up to a loan amount of $50,000. The $50,000 limit is adjusted for the highest combined outstanding loan amounts you may have had in the past 12 months — including those loans you have paid in full.

Applying for a loan

You can model different loan scenarios and/or request a loan by calling Fidelity at (866) 697-1048, or by accessing the NetBenefits[SM] website at www.netbenefits.fidelity.com and clicking on "Loans, Rollovers and Withdrawals." To request a loan to purchase a primary residence you must provide documentation as proof of intent to purchase (i.e., a signed purchase agreement).

Again, there are no tax penalties when you take a Future Roast 401(k) loan, provided you repay it as scheduled. Once you have requested a loan, a promissory note is available to you at the NetBenefits[SM] website or, if your loan was requested via a representative, mailed to you within three to five business days following your request. Loan proceeds are generally processed within three to five business days after your loan request is received by Fidelity. By using your Customer ID and PIN to complete the loan request, you agree to the terms of the loan agreement. You also agree to any deemed or actual distribution of your loan if you fail to make timely payments (default) on your loan.

Your loan is funded by withdrawing your approved amount from your accounts in the following order:

- Any prior plan or merged accounts (from acquired companies)
- Discretionary Starbucks profit sharing account, if any
- Starbucks matching account, if any
- Your rollover account, if any
- Your before-tax account
- Your catch-up account, if any

Amounts withdrawn from these accounts are taken proportionately from your investment funds.

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Loan fees

As of January 1, 2009, your Future Roast 401(k) account will be charged a $35 loan initiation fee plus an annual $15 maintenance fee, deducted quarterly (i.e., $3.75 per quarter), until your loan is paid off. This fee may be adjusted based on the actual per-participant fee assessed by the record keeper.

Repaying your loan

Your loan payments will be set up as automatic payroll deductions and are invested in the Future Roast 401(k) investment fund options you have selected for your current contributions. Unlike your Future Roast 401(k) contributions, these payments are deducted after taxes are withheld.

If your paycheck does not cover your loan payment

You will need to send a check for any loan payments you miss or fail to pay in full because your paycheck was not sufficient to cover your loan payment. Make your check payable to FIIOC. Write your name and Social Security number on your check and mail it to Fidelity Investments, P.O. Box 770001, Cincinnati, OH 44277-0008.

If you do not send a check for your missed loan payments, you will be considered in default by the end of the calendar quarter following the quarter in which you failed to make the necessary loan payments. If your loan is considered in default, your unpaid loan balance will be subject to taxation. This means you will be required to pay taxes on the amount of your unpaid loan balance. See "Paying Taxes" on page 161 for more information.

